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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 13268
(KILROY REALTY LP)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Kilroy Realty LP ("Kilroy") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 13268 (Kilroy Realty LP) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006 Kilroy filed proof of claim number 13268 against DAS LLC, asserting an unsecured non-priority claim in a partially unliquidated amount (the "Claim") arising from obligations under the lease of property in Irvine, California.

WHEREAS, also on July 31, 2006, Kilroy filed proof of claim number 13269 ("Proof of Claim No. 13269") against Packard Hughes Interconnect Company ("Packard Hughes Interconnect"), which asserts an unsecured claim in a partially unliquidated amount stemming from the lease of the same property in Irvine, California.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 21, 2006, Kilroy filed its Response To The Debtors'

Third Omnibus Objection To Kilroy Realty, LP's Proofs Of Claim Nos. 13268 And 13269 (the "Response") (Docket No. 5618).

WHEREAS, on October 10, 2007, Proof of Claim No. 13269 was disallowed and expunged for administrative convenience pursuant to the Joint Stipulation And Agreed Order Consolidating And Setting Maximum Liability For Proofs Of Claim Numbers 13268 And 13269 (Kilroy Realty LP) (Docket No. 10510).

WHEREAS, on January 16, 2008, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and Kilroy entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$2,186,444.67.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Kilroy stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$2,186,444.67 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Kilroy shall withdraw its Response to the Third Omnibus Claims
Objection with prejudice.

So Ordered in New York, New York, this 4th day of February, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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